UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2) *

Generation Bio Co.
(Name of Issuer)
Common Stock, par value \$0.0001 per share
(Title of Class of Securities)
37148K100
(Cusip Number)
December 31, 2021
(Date of Event which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
□ Rule 13d-1(b) ☑ Rule 13d-1(c) □ Rule 13d-1(d)
* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
(Continued on following pages) Page 1 of 32 Pages Exhibit Index Found on Page 31

	NAMES OF REPORTING PERSONS						
1	Farallon Capital Partners, L.P.						
			IATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) []				
2		:	(b) [X]** ** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined				
_			in Item 2), which is 6.2% of the class of securities. The reporting person on this cover page,				
			however, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ONI	LY					
	CITIZENSHII	P OR PLAC	CE OF ORGANIZATION				
4	California						
	Cumorma		SOLE VOTING POWER				
		5					
	_		-0- SHARED VOTING POWER				
NUMBER	OF SHARES	6	SHARED VOTINGTOWER				
	ALLY OWNED _		585,400				
	REPORTING ON WITH	7	SOLE DISPOSITIVE POWER				
FERSC	JN WIIII	/	-0-				
	_		SHARED DISPOSITIVE POWER				
		8	F0F 400				
	AGGREGATE	E AMOUNT	585,400 T BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	riddik di ili		DENERICE RELIGIOUS ENGINEER ON THE ON				
	585,400						
4.0			EGATE AMOUNT IN ROW (9) EXCLUDES Instructions)				
10	CERTAIN SHARES (See Instructions)						
11	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)				
11	1.0%						
40	TYPE OF REI	PORTING	PERSON (See Instructions)				
12	PN						
	T 1.4						

	NAMES OF REPORTING PERSONS						
1	Farallon Capital Institutional Partners, L.P.						
			TATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) []				
2			(b) [X]** ** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined				
_			in Item 2), which is 6.2% of the class of securities. The reporting person on this cover page,				
			however, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ONI	LY					
	CITIZENSHII	OR PLAC	CE OF ORGANIZATION				
4	6.116						
	California		SOLE VOTING POWER				
		5	SOLE VOTING FOWER				
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		•	SHARED VOTING POWER				
	OF SHARES ALLY OWNED	6	935,800				
	REPORTING		SOLE DISPOSITIVE POWER				
	ON WITH	7	SOLL DIST CONTINE TO WER				
	_		-0-				
		0	SHARED DISPOSITIVE POWER				
		8	935,800				
	AGGREGATE	AMOUN	F BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9							
	935,800						
4.0			EGATE AMOUNT IN ROW (9) EXCLUDES Instructions)				
10	CERTAIN SHARES (See Instructions) []						
		· ·					
11	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)				
11	1.6%						
		PORTING	PERSON (See Instructions)				
12	DNI						
l	PN						

_	NAMES OF REPORTING PERSONS						
1	Farallon Capital Institutional Partners II, L.P.						
-	TATE BOX IF A MEMBER OF A GROUP (See Instructions)						
			(a) []				
2		:	(b) [X]** ** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined				
-			in Item 2), which is 6.2% of the class of securities. The reporting person on this cover page,				
			however, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ONI	.Y					
	CITIZENSHIP	OR PLAC	CE OF ORGANIZATION				
4	C-life						
	California		SOLE VOTING POWER				
		5	SOLE VOIL GIOWER				
	<u> </u>		-0-				
MIM ADED	OF CHARE	6	SHARED VOTING POWER				
	OF SHARES LLY OWNED	U	205,200				
	REPORTING		SOLE DISPOSITIVE POWER				
PERSO	N WITH	7					
	_		-0- SHARED DISPOSITIVE POWER				
		8	SHARED DISPOSITIVE POWER				
		•	205,200				
0	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	205,200						
		IE AGGRE	EGATE AMOUNT IN ROW (9) EXCLUDES				
10	CERTAIN SHA		Instructions)				
10	[]						
44	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)				
11	0.4%						
4.0	TYPE OF REI	PORTING	PERSON (See Instructions)				
12	PN						

Page 4 of 32 Pages

4	NAMES OF REPORTING PERSONS							
1	Farallon Capital Institutional Partners III, L.P.							
			MATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) []					
2		(b) [X]** The reporting persons making this filing hald an aggregate of 2 500 000 Shares (as d						
_			** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined in Item 2), which is 6.2% of the class of securities. The reporting person on this cover page,					
			however, is a beneficial owner only of the securities reported by it on this cover page.					
3	SEC USE ONI	Y						
	CITIZENSUII	OD DI AC	CE OF ORGANIZATION					
4	CITIZENSHII	OKPLAC	LE OF ORGANIZATION					
	Delaware							
			SOLE VOTING POWER					
		5	-0-					
	_		SHARED VOTING POWER					
NUMBER	OF SHARES	6						
	ALLY OWNED _		99,500					
	REPORTING ON WITH	7	SOLE DISPOSITIVE POWER					
LINGO).v vv1111	,	-0-					
			SHARED DISPOSITIVE POWER					
		8	00.700					
-	ACCDECATE	AMOUNT	99,500 F BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	AGGILGATE	AMOUN	DENEFICIALLY OWNED BY EACH REPORTING PERSON					
	99,500							
			EGATE AMOUNT IN ROW (9) EXCLUDES					
10	CERTAIN SHA	ARES (See	Instructions)					
		t J						
44	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)					
11	0.2%							
		PORTING	PERSON (See Instructions)					
12	111201101	32.22.10						
.1.4	PN							

Page 5 of 32 Pages

	NAMES OF REPORTING PERSONS						
1	Four Crossings Institutional Partners V, L.P.						
			TATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) []				
2			(b) [X]** ** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined				
-			in Item 2), which is 6.2% of the class of securities. The reporting person on this cover page,				
			however, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ONI	LY					
	CITIZENSHII	OR PLAC	CE OF ORGANIZATION				
4							
	Delaware		SOLE VOTING POWER				
		5	SOLE VOTING POWER				
	_		-0-				
	_	•	SHARED VOTING POWER				
	OF SHARES	6	139,300				
	ALLY OWNED _ REPORTING		SOLE DISPOSITIVE POWER				
	ON WITH	7	SOLE DISTOSITIVE TOWER				
	_		-0-				
			SHARED DISPOSITIVE POWER				
		8	139,300				
-	AGGREGATE	E AMOUNT	T BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9							
	139,300						
	CHECK IF TH CERTAIN SH		EGATE AMOUNT IN ROW (9) EXCLUDES				
10	CERTAIN SH	AKES (See					
			. ,				
44	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)				
11	0.2%						
		PORTING	PERSON (See Instructions)				
12							
	PN						

	NAMES OF REPORTING PERSONS							
1	Farallon Capit	Farallon Capital Offshore Investors II, L.P.						
			RIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) []					
2			(b) [X]** ** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined					
_			in Item 2), which is 6.2% of the class of securities. The reporting person on this cover page,					
			however, is a beneficial owner only of the securities reported by it on this cover page.					
3	SEC USE ONI	LY						
	CITIZENSHII	P OR PLAC	CE OF ORGANIZATION					
4		_						
	Cayman Island	ds	COLE VOTING POLITIP					
		5	SOLE VOTING POWER					
		•	-0-					
	_		SHARED VOTING POWER					
	OF SHARES	6	1 200 440					
	ALLY OWNED _ REPORTING		1,268,440 SOLE DISPOSITIVE POWER					
	ON WITH	7	SOLE DISTOSITIVE TOWER					
	_	•	-0-					
		0	SHARED DISPOSITIVE POWER					
		8	1,268,440					
	AGGREGATE	E AMOUN	Γ BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9								
	1,268,440							
			EGATE AMOUNT IN ROW (9) EXCLUDES Instructions					
10	CENTAIN SIL	CERTAIN SHARES (See Instructions) []						
		t j						
11	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)					
11	2.2%							
		PORTING	PERSON (See Instructions)					
12								
	PN							

1	NAMES OF F	NAMES OF REPORTING PERSONS					
1	Farallon Capi	ital F5 Mast	er I T. P				
			RIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) [] (b) [X]**				
2			** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined				
_			in Item 2), which is 6.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ON	LY					
	CITIZENSHI	P OR PLAC	CE OF ORGANIZATION				
4	Cayman Islan	ıds					
			SOLE VOTING POWER				
		5					
	_		-0- SHARED VOTING POWER				
NUMBER	OF SHARES	6	SHARED VOTING POWER				
	ALLY OWNED	U	213,960				
	REPORTING	_	SOLE DISPOSITIVE POWER				
PERSO	ON WITH	7					
	_		-0- SHARED DISPOSITIVE POWER				
		8	SHARED DISPOSITIVE POWER				
		U	213,960				
	AGGREGAT	E AMOUN	F BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	213,960						
		HE AGGRI	GATE AMOUNT IN ROW (9) EXCLUDES				
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
10			[]				
	PERCENT O	F CLASS R	EPRESENTED BY AMOUNT IN ROW (9)				
11	0.4%						
10	TYPE OF RE	PORTING	PERSON (See Instructions)				
12	PN						

1	NAMES OF REPORTING PERSONS							
1	Farallon Capi	Farallon Capital (AM) Investors, L.P.						
	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) [] (b) [X]**					
2			** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined in Item 2), which is 6.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.					
3	SEC USE ON	LY						
	CITIZENSHI	P OR PLAC	CE OF ORGANIZATION					
4								
	Delaware							
		_	SOLE VOTING POWER					
		5						
	_		-0-					
		C	SHARED VOTING POWER					
	OF SHARES	6	52,400					
	LLY OWNED _ REPORTING		SOLE DISPOSITIVE POWER					
	N WITH	7	SOLE DISPOSITIVE POWER					
1 LK50		/	-0-					
			SHARED DISPOSITIVE POWER					
		8	SINKED DISTOSITIVE TO WER					
		U	52,400					
	AGGREGAT	E AMOUN	BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9								
	52,400							
			EGATE AMOUNT IN ROW (9) EXCLUDES					
10	CERTAIN SH	CERTAIN SHARES (See Instructions)						
10			[]					
	PERCENT O	F CLASS R	EPRESENTED BY AMOUNT IN ROW (9)					
11								
	0.1%							
4.5	TYPE OF RE	PORTING	PERSON (See Instructions)					
12								
	PN							

_	NAMES OF REPORTING PERSONS					
1	Farallon Partners, L.L.C.					
			IATE BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) []			
2		:	(b) [X]** ** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined			
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3	SEC USE ONL	Y				
	CITIZENSHIP	OR PLAC	CE OF ORGANIZATION			
4	Deleter					
	Delaware		SOLE VOTING POWER			
		5	SOLE VOINGTOWER			
			-0-			
MINADED (DE CHAREC	C	SHARED VOTING POWER			
NUMBER (BENEFICIAL	LLY OWNED	6	3,286,040			
BY EACH R			SOLE DISPOSITIVE POWER			
PERSO	N WITH	7				
			-0-			
		8	SHARED DISPOSITIVE POWER			
		U	3,286,040			
	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	3,286,040					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES					
10	CERTAIN SHA					
10	[]					
	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)			
11	5.8%					
40	TYPE OF REP	ORTING	PERSON (See Instructions)			
12	00					

Page 10 of 32 Pages

	NAMES OF REPORTING PERSONS					
1	Farallon Institu	ıtional (GP) V	% L.L.C.			
			TE BOX IF A MEMBER OF A GROUP (See Instructions)			
(a) [] (b) [X]** The reporting persons making this filing hold an aggregate of 3,500,000 S in Item 2), which is 6.2% of the class of securities. The reporting person of however, is a beneficial owner only of the securities reported by it on this cov						
3	SEC USE ONL	Y				
	CITIZENSHIP	OR PLACE	OF ORGANIZATION			
4	Delaware					
	Delaware		SOLE VOTING POWER			
		5	-0-			
	OF SHARES LLY OWNED	6	SHARED VOTING POWER 139,300			
	REPORTING N WITH	7	SOLE DISPOSITIVE POWER -0-			
	_	8	SHARED DISPOSITIVE POWER 139,300			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 139,300					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%					
12	TYPE OF REP	ORTING PE	RSON (See Instructions)			

1	NAMES OF REPORTING PERSONS							
1	Farallon F5 (0	Farallon F5 (GP), L.L.C.						
			IATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) []					
2		:	(b) [X]** ** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined					
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3	SEC USE ON	LY						
	CITIZENSHI	P OR PLAC	CE OF ORGANIZATION					
4	Dalas sassa							
	Delaware		SOLE VOTING POWER					
		5	SOLE VOILIGIONER					
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		C	SHARED VOTING POWER					
	OF SHARES ALLY OWNED	6	213,960					
	REPORTING =		SOLE DISPOSITIVE POWER					
PERSO	ON WITH	7						
	_		-0-					
		8	SHARED DISPOSITIVE POWER					
		0	213,960					
	AGGREGAT	E AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9								
		213,960 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES						
10								
10	02111111101	CERTAIN SHARES (See Instructions) []						
11	PERCENT O	F CLASS R	EPRESENTED BY AMOUNT IN ROW (9)					
11	0.4%							
		PORTING 1	PERSON (See Instructions)					
12								
	00							

4	NAMES OF REPORTING PERSONS						
1	Philip D. Dreyfuss						
-			IATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) []				
2			(b) [X]** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined				
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3	SEC USE ONL	Y					
4	CITIZENSHIP	OR PLAC	CE OF ORGANIZATION				
4	United States						
	Cinted States		SOLE VOTING POWER				
		5					
			-0-				
	OF SHAPES	C	SHARED VOTING POWER				
	OF SHARES LLY OWNED	6	3,500,000				
	REPORTING		SOLE DISPOSITIVE POWER				
PERSO		7					
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		0	SHARED DISPOSITIVE POWER				
		8	3,500,000				
	AGGREGATE	AMOUNT	T BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9							
	3,500,000						
	CHECK IF TH		EGATE AMOUNT IN ROW (9) EXCLUDES				
10	CERTAIN SHA	KES (See	Instructions)				
	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)				
11	6.2%						
		ORTING	PERSON (See Instructions)				
12	TIL OF ILLI	CILIII O	. 2. Cost months				
	IN						

Page 13 of 32 Pages

	NAMES OF REPORTING PERSONS						
1	Michael B. Fisch						
			RIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) []				
2			(b) [X]** ** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined				
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3	SEC USE ONLY	Y					
	CITIZENSHIP	OR PLA	CE OF ORGANIZATION				
4	United States						
	Officed States		SOLE VOTING POWER				
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NUMBED	OF SHARES	6	SHARED VOTING POWER				
	LLY OWNED	U	3,500,000				
	REPORTING	_	SOLE DISPOSITIVE POWER				
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		8	SHARED DISPOSITIVE POWER				
			SIERRED DIST GOTTIVE TOWER				
		_	3,500,000				
9	AGGREGATE	AMOUN	I BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	3,500,000						
	CHECK IF TH		EGATE AMOUNT IN ROW (9) EXCLUDES				
10	CERTAIN SHA	RES (See					
	[]						
44	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)				
11	6.2%						
		ORTING	PERSON (See Instructions)				
12	TN						
	IN						

	NAMES OF REPORTING PERSONS						
1	Richard B. Fried						
			RIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) []				
2			(b) [X]** ** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined				
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3	SEC USE ONLY	Y					
	CITIZENSHIP	OR PLA	CE OF ORGANIZATION				
4	United States						
	omica states		SOLE VOTING POWER				
		5					
			-0- SHARED VOTING POWER				
NUMBER	OF SHARES	6	SHARED VOTING POWER				
BENEFICIA	ALLY OWNED		3,500,000				
	REPORTING	7	SOLE DISPOSITIVE POWER				
PERSO	N WITH		-0-				
			SHARED DISPOSITIVE POWER				
		8					
	ACCDECATE	ANAOLINI	3,500,000 F BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	AGGREGATE	AMOUN	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,500,000						
			EGATE AMOUNT IN ROW (9) EXCLUDES				
10	CERTAIN SHA	RES (See	Instructions)				
			t I				
44	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)				
11	6.2%						
		ORTING	PERSON (See Instructions)				
12							
	IN						

Page 15 of 32 Pages

	NAMES OF REPORTING PERSONS						
1	Varun N. Gehani						
			RIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) []				
1			(b) [X]** The reporting persons making this filing hold an aggregate of 2 500 000 Shares (as defined				
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3	SEC USE ONLY	Y					
	CITIZENSHIP	OR PLA	CE OF ORGANIZATION				
4	United States						
			SOLE VOTING POWER				
		5					
			-0- SHARED VOTING POWER				
NUMBER	OF SHARES	6	SHARED VOIINGTOWER				
BENEFICIA	ALLY OWNED		3,500,000				
	REPORTING	7	SOLE DISPOSITIVE POWER				
PERSU	ON WITH		-0-				
			SHARED DISPOSITIVE POWER				
		8					
	A CODECATE	ANGUINE	3,500,000				
9	AGGREGATE	AMOUN	F BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,500,000						
			EGATE AMOUNT IN ROW (9) EXCLUDES				
10	CERTAIN SHA	RES (See					
		[]					
	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)				
11	6.2%						
		ORTING	PERSON (See Instructions)				
12	THE OF REI	OKIII (G	L Litto of the carriers				
± 	IN						

Page 16 of 32 Pages

	NAMES OF RI	NAMES OF REPORTING PERSONS						
1	Nicolas Giauque							
			IATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) []					
2			(b) [X]** ** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined					
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3	SEC USE ONL	Y						
3								
	CITIZENSHIP	OR PLAC	CE OF ORGANIZATION					
4	France							
l			SOLE VOTING POWER					
		5						
	_		-0-					
NIIMBED	OF SHARES	6	SHARED VOTING POWER					
	LLY OWNED	U	3,500,000					
	REPORTING		SOLE DISPOSITIVE POWER					
PERSC	ON WITH	7						
	_		-0- SHARED DISPOSITIVE POWER					
		8	SHARED DISPOSITIVE POWER					
		•	3,500,000					
	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	3,500,000							
l 		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES						
10	CERTAIN SHA							
10		[]						
	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)					
11	5.50/							
	6.2%	ODTING	DEDSON (See Instructions)					
12	I IPE OF REP	OKIING.	PERSON (See Instructions)					
14	IN							

	NAMES OF REPORTING PERSONS					
1	David T. Kim					
		APPROPRIATE	E BOX IF A MEMBER OF A GROUP (See Instructions)			
2	onzon mz	**	(a) []			
3	SEC USE ONL	Y				
	CITIZENSHIP	OR PLACE O	FORGANIZATION			
4	United States					
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	REPORTING N WITH	7				
		8	HARED DISPOSITIVE POWER 500,000			
9	AGGREGATE 3,500,000	AMOUNT BEN	NEFICIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.2%					
12	TYPE OF REP	PORTING PERS	SON (See Instructions)			

	NAMES OF REPORTING PERSONS						
1	Michael G. Linn						
			RIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) []				
2			(b) [X]** ** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined				
			in Item 2), which is 6.2% of the class of securities. The reporting person on this cover page,				
			however, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ONLY	Y					
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			SHARED DISPOSITIVE POWER				
		8	3,500,000				
	AGGREGATE A	AMOUN'	Γ BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9							
	3,500,000						
4.0			EGATE AMOUNT IN ROW (9) EXCLUDES Unstructions)				
10	CERTAIN SHARES (See Instructions) []						
11	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)				
11	6.2%						
4.0	TYPE OF REPO	ORTING	PERSON (See Instructions)				
12	IN						
	IN						

Page 19 of 32 Pages

4	NAMES OF REPORTING PERSONS					
1	Rajiv A. Patel					
-		PPROP	RIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) []			
2			(b) [X]** The reporting persons making this filing hold an aggregate of 2 500 000 Shares (as defined			
2			** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined in Item 2), which is 6.2% of the class of securities. The reporting person on this cover page,			
			however, is a beneficial owner only of the securities reported by it on this cover page.			
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			SHARED DISPOSITIVE POWER			
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			3,500,000			
9	AGGREGATE A	MOUN	T BENEFICIALLY OWNED BY EACH REPORTING PERSON			
.	3,500,000					
			REGATE AMOUNT IN ROW (9) EXCLUDES			
10	CERTAIN SHAF	RES (Se	e Instructions) []			
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	PERCENT OF C	LASS	REPRESENTED BY AMOUNT IN ROW (9)			
11	6.2%					
		RTING	G PERSON (See Instructions)			
12	THE OF RELO		1 Dioon (see insulations)			
	IN					

Page 20 of 32 Pages

	NAMES OF REPORTING PERSONS							
1	Thomas G. Roberts, Jr.							
<u> </u>			RIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) []					
2			(b) [X]** ** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined					
_			in Item 2), which is 6.2% of the class of securities. The reporting person on this cover page,					
			however, is a beneficial owner only of the securities reported by it on this cover page.					
3	SEC USE ONL	Y						
_	CITIZENSHIP	OR PLA	CE OF ORGANIZATION					
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			SHARED DISPOSITIVE POWER					
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9	AGGREGATE	AMOUN	I BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	3,500,000							
			EGATE AMOUNT IN ROW (9) EXCLUDES					
10	CERTAIN SHA	RES (See	Instructions)					
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11	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)					
11	6.2%							
4.5		ORTING	PERSON (See Instructions)					
12	TN.							
	IN							

4	NAMES OF REPORTING PERSONS						
1	William Seybold						
			RIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) []				
2			(b) [X]** ** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined				
_			in Item 2), which is 6.2% of the class of securities. The reporting person on this cover page,				
			however, is a beneficial owner only of the securities reported by it on this cover page.				
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	ACCDEC ATE	ANGLINI	3,500,000 F BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	AGGREGATE .	AMOUN	I BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,500,000						
			EGATE AMOUNT IN ROW (9) EXCLUDES				
10	CERTAIN SHA	RES (See	Instructions)				
			t J				
44	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)				
11	6.2%						
		ORTING	PERSON (See Instructions)				
12							
	IN						

1	NAMES OF REPORTING PERSONS						
1	Andrew J. M. Spokes						
			RIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) []				
_			(b) [X]**				
2			** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined in Item 2), which is 6.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ON	NLY					
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		8	SIE ILES BIST GOTTIVE TO WER				
			3,500,000				
•	AGGREGAT	E AMOUN	F BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	3,500,000						
-		THE AGGRI	EGATE AMOUNT IN ROW (9) EXCLUDES				
10			Instructions)				
10			[]				
	PERCENT C	F CLASS R	EPRESENTED BY AMOUNT IN ROW (9)				
11	6.2%						
		EPORTING	PERSON (See Instructions)				
12							
	IN						

	NAMES OF REPORTING PERSONS						
1	John R. Warren						
			RIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) []				
2			(b) [X]** ** The reporting persons making this filing hold an aggregate of 3,500,000 Shares (as defined				
_			in Item 2), which is 6.2% of the class of securities. The reporting person on this cover page,				
			however, is a beneficial owner only of the securities reported by it on this cover page.				
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	CITIZENSHIP	OR PLA	CE OF ORGANIZATION				
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	OF SHARES ALLY OWNED	U	3,500,000				
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			SHARED DISPOSITIVE POWER				
			3,500,000				
0	AGGREGATE .	AMOUN'	I BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	3,500,000						
		E AGGR	EGATE AMOUNT IN ROW (9) EXCLUDES				
10	CERTAIN SHA		Instructions)				
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44	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (9)				
11	6.2%						
4.0	TYPE OF REP	ORTING	PERSON (See Instructions)				
12	IN						
1	IIN						

1	NAMES OF REPORTING PERSONS		
1	Mark C. Wehrly		
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
2			(a) []
3	SEC USE ONI	Υ	
	CITIZENSHIP OR PLACE OF ORGANIZATION		
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9	AGGREGATE AMOUNT DENEFTCIALLY OWNED BY EACH REPORTING PERSON		
	3,500,000		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES		
	CERTAIN SHARES (See Instructions)		
	· 1		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	6.2%		
	TYPE OF REPORTING PERSON (See Instructions)		
12			
	IN		

This Amendment No. 2 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on June 26, 2020 (together with all prior and current amendments thereto, this "Schedule 13G").

<u>Item 1</u>. <u>Issuer</u>

(a) <u>Name of Issuer</u>:

Generation Bio Co. (the "Company")

(b) <u>Address of Issuer's Principal Executive Offices</u>:

301 Binney Street Cambridge, MA 02142

<u>Item 2</u>. <u>Identity and Background</u>

Title of Class of Securities and CUSIP Number (Items 2(d) and (e))

This statement relates to shares of common stock, par value \$0.0001 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 37148K100.

Name of Persons Filing, Address of Principal Business Office and Citizenship (Items 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons".

The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership ("<u>FCP</u>"), with respect to the Shares held by it
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("<u>FCIP</u>"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("<u>FCIP II</u>"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("<u>FCIP III</u>"), with respect to the Shares held by it;
- (v) Four Crossings Institutional Partners V, L.P., a Delaware limited partnership ("<u>FCIP V</u>"), with respect to the Shares held by it;
- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it;
- (vii) Farallon Capital F5 Master I, L.P., a Cayman Islands exempted limited partnership ("<u>F5MI</u>"), with respect to the Shares held by it; and

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(viii) Farallon Capital (AM) Investors, L.P., a Delaware limited partnership ("<u>FCAMI</u>"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, FCIP V, FCOI II, F5MI and FCAMI are together referred to herein as the "Farallon Funds."

The Farallon General Partner

(ix) Farallon Partners, L.L.C., a Delaware limited liability company (the "<u>Farallon General Partner</u>"), which is (i) the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI, and (ii) the sole member of the FCIP V General Partner (as defined below), with respect to the Shares held by each of the Farallon Funds other than F5MI.

The FCIP V General Partner

(x) Farallon Institutional (GP) V, L.L.C., a Delaware limited liability company (the "<u>FCIP V General</u> Partner"), which is the general partner of FCIP V, with respect to the Shares held by FCIP V.

The F5MI General Partner

(xi) Farallon F5 (GP), L.L.C., a Delaware limited liability company (the "<u>F5MI General Partner</u>"), which is the general partner of F5MI, with respect to the Shares held by F5MI.

The Farallon Individual Reporting Persons

(xii) The following persons, each of whom is a managing member or senior managing member, as the case may be, of the Farallon General Partner, and a manager or senior manager, as the case may be, of the FCIP V General Partner and the F5MI General Partner, with respect to the Shares held by the Farallon Funds: Philip D. Dreyfuss ("<u>Dreyfuss</u>"); Michael B. Fisch ("<u>Fisch</u>"); Richard B. Fried ("<u>Fried</u>"); Varun N. Gehani ("<u>Gehani</u>"); Nicolas Giauque ("<u>Giauque</u>"); David T. Kim ("<u>Kim</u>"); Michael G. Linn ("<u>Linn</u>"); Rajiv A. Patel ("<u>Patel</u>"); Thomas G. Roberts, Jr. ("<u>Roberts</u>"); William Seybold ("<u>Seybold</u>"); Andrew J. M. Spokes ("Spokes"); John R. Warren ("Warren"); and Mark C. Wehrly ("Wehrly").

Dreyfuss, Fisch, Fried, Gehani, Giauque, Kim, Linn, Patel, Roberts, Seybold, Spokes, Warren and Wehrly are together referred to herein as the "<u>Farallon Individual Reporting Persons</u>."

The citizenship of each of the Farallon Funds, the Farallon General Partner, the FCIP V General Partner and the F5MI General Partner is set forth above. Each of the Farallon Individual Reporting Persons, other than Giauque and Spokes, is a citizen of the United States. Giauque is a citizen of France. Spokes is a citizen of the United Kingdom. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is an Entity Specified in (a) - (k):

Not applicable.

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Farallon Funds are held directly by the Farallon Funds. The Farallon General Partner, as the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI, and as the sole member of the FCIP V General Partner, may be deemed to be a beneficial owner of such Shares held by the Farallon Funds other than F5MI. The FCIP V General Partner, as the general partner of FCIP V, may be deemed to be a beneficial owner of such Shares held by F5MI. Each of the Farallon Individual Reporting Persons, as a managing member or senior managing member, as the case may be, of the Farallon General Partner, and as a manager or senior manager, as the case may be, of the FCIP V General Partner and the F5MI General Partner, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of such Shares held by the Farallon Funds. Each of the Farallon General Partner, the FCIP V General Partner, the F5MI General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

<u>Item 5.</u> <u>Ownership of Five Percent or Less of a Class</u>

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be a beneficial owner of more than five percent of the class of securities, check the following:

<u>Item 6</u>. <u>Ownership of More than Five Percent on Behalf of Another Person</u>

Not applicable.

<u>Item 7.</u> <u>Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person</u>

Not applicable.

<u>Item 8.</u> <u>Identification and Classification of Members of the Group</u>

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

<u>Item 9</u>. <u>Notice of Dissolution of Group</u>

Not applicable.

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 3, 2022

/s/ Michael B. Fisch

FARALLON PARTNERS, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P., and

FARALLON CAPITAL (AM) INVESTORS, L.P.

By: Michael B. Fisch, Managing Member

/s/ Michael B. Fisch

FARALLON INSTITUTIONAL (GP) V, L.L.C.,

On its own behalf and

As the General Partner of

FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P.

By: Michael B. Fisch, Manager

/s/ Michael B. Fisch

FARALLON F5 (GP), L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL F5 MASTER I, L.P.

By: Michael B. Fisch, Manager

/s/ Michael B. Fisch

Michael B. Fisch, individually and as attorney-in-fact for each of Philip D. Dreyfuss, Richard B. Fried, Varun N. Gehani, Nicolas Giauque, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly

The Powers of Attorney executed by each of Dreyfuss, Fried, Kim, Linn, Patel, Roberts, Seybold, Spokes, Warren and Wehrly authorizing Fisch to sign and file this Schedule 13G on his behalf, which were filed as exhibits to the Schedule 13G filed with the Securities and Exchange Commission on February 13, 2020 by such Reporting Persons with respect to the Common Stock of Broadmark Realty Capital Inc., are hereby incorporated by reference. The Power of Attorney executed by Gehani authorizing Fisch to sign and file this Schedule 13G on his behalf, which was filed as an exhibit to the Schedule 13G filed with the Securities and Exchange Commission on January 27, 2022 by such Reporting Person with respect to the Class A Common Stock of Berenson Acquisition Corp. I, is hereby incorporated by reference. The Power of Attorney executed by Giauque authorizing Fisch to sign and file this Schedule 13G on his behalf, which was filed as an exhibit to the Schedule 13G filed with the Securities and Exchange Commission on August 12, 2021 by such Reporting Person with respect to the Class A Ordinary Shares of Metals Acquisition Corp, is hereby incorporated by reference.

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EXHIBIT INDEX

EXHIBIT 1

Joint Acquisition Statement Pursuant to Section 240.13d-1(k)

Page 31 of 32 Pages

JOINT ACQUISITION STATEMENT PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: February 3, 2022

/s/ Michael B. Fisch

FARALLON PARTNERS, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P., and

FARALLON CAPITAL (AM) INVESTORS, L.P. By: Michael B. Fisch, Managing Member

/s/ Michael B. Fisch

FARALLON INSTITUTIONAL (GP) V, L.L.C.,

On its own behalf and

As the General Partner of

FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P.

By: Michael B. Fisch, Manager

/s/ Michael B. Fisch

FARALLON F5 (GP), L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL F5 MASTER I, L.P.

By: Michael B. Fisch, Manager

/s/ Michael B. Fisch

Michael B. Fisch, individually and as attorney-in-fact for each of Philip D. Dreyfuss, Richard B. Fried, Varun N. Gehani, Nicolas Giauque, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly